

HARRIS & HARRIS GROUP INC /NY/
Form 40-APP/A
May 24, 2010

No. 812-13313

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 1 AMENDING AND RESTATING AN APPLICATION FOR AN ORDER PURSUANT TO SECTION 6(c) OF THE INVESTMENT COMPANY ACT OF 1940 (the "ACT") GRANTING AN EXEMPTION FROM SECTIONS 23(a), 23(b), 23(c) AND 63 OF THE ACT, AND PURSUANT TO SECTIONS 57(a)(4) AND 57(i) OF THE ACT AND RULE 17d-1 UNDER THE ACT AUTHORIZING CERTAIN JOINT TRANSACTIONS OTHERWISE PROHIBITED BY SECTION 57(a)(4) OF THE ACT, AND PURSUANT TO SECTION 61(b)(3)(B) OF THE ACT*

HARRIS & HARRIS GROUP, INC.
1450 Broadway
24th Floor
New York, New York 10018
(212) 582-0900

All Communications, Notices and Orders to:

Sandra M. Forman, Esq.
General Counsel and Chief Compliance Officer
Harris & Harris Group, Inc.
1450 Broadway
24th Floor
New York, New York 10018
(212) 582-0900

Copies to:

Richard Prins, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036

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* Explanatory note: This filing was originally filed on the EDGAR system on May 21, 2010 with accession number 0001144204-10-029623. It is being re-filed to correct the SEC File number under which it was incorrectly transmitted by our filing agent on May 21, 2010.

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UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

In the Matter of | AMENDMENT NO. 1 AMENDING AND
 | RESTATING AN APPLICATION FOR AN
 | ORDER PURSUANT TO SECTION 6(c)
 | OF THE INVESTMENT COMPANY ACT
HARRIS & HARRIS GROUP, INC. | OF 1940 GRANTING AN EXEMPTION
1450 BROADWAY, 24TH FLOOR | FROM SECTIONS 23(a), 23(b), 23(c)
NEW YORK, NEW YORK 10018 | AND 63 OF THE ACT, AND PURSUANT
 | TO SECTIONS 57(a)(4) AND 57(i) OF
 | THE ACT AND RULE 17d-1 UNDER
 | THE ACT AUTHORIZING CERTAIN
 | JOINT TRANSACTIONS OTHERWISE
File No. 812-13313 | PROHIBITED BY SECTION 57(a)(4), AND
 | PURSUANT TO SECTION 61(b)(3)(B) OF
Investment Company Act of 1940 | THE ACT

Harris & Harris Group, Inc. ("Applicant"), an internally managed company that has elected to be regulated as a business development company ("BDC") under Section 54(a) of the Investment Company Act of 1940 (the "Act"), hereby applies for an order (the "Order") of the U.S. Securities and Exchange Commission (the "Commission") pursuant to Section 6(c) of the Act¹ granting an exemption from Sections 23(a), 23(b), 23(c) and 63 of the Act, and pursuant to Sections 57(a)(4) and 57(i) of the Act and Rule 17d-1 under the Act² authorizing certain joint transactions otherwise prohibited by Section 57(a)(4) of the Act, and pursuant to Section 61(a)(3)(B) of the Act. The Order would permit Applicant to (i) issue restricted shares of its common stock as part of the compensation

1 Unless otherwise indicated, all section references herein are to the 1940 Act.

2 Unless otherwise indicated, all rule references herein are to rules under the 1940 Act.

package for certain participants in its Amended and Restated Equity Incentive Plan (the "Amended and Restated Stock Plan"), (ii) grant stock options to purchase shares of Applicant's common stock ("Options") pursuant to the Amended and Restated Stock Plan to directors of Applicant who are not officers or employees of Applicant ("Non-Employee Directors") to purchase shares of Applicant's common stock, (iii) withhold shares of the Applicant's common stock or purchase shares of Applicant's common stock from participants to satisfy tax withholding obligations relating to the vesting of restricted stock or the exercise of Options that were or will be granted pursuant to the Amended and Restated Stock Plan, and (iv) permit participants to pay the exercise price of Options that were or will be granted to them pursuant to the Amended and Restated Stock Plan with shares of Applicant's common stock already held by them.

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